

COPY

AMENDED & RESTATED EQUIPMENT SCHEDULE NO. 2

RECORDATION NO. 1603800 FILED 1425

SEP 12 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

BRAE Transportation, Inc. ("BRAE") hereby leases the following railcars to Texas, Oklahoma & Eastern Railroad Company ("Lessee"), pursuant to that certain Lease Agreement dated as of November 1, 1984 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
73	Plate C, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5000-5048 5050-5073	480
44	Plate C, 70-ton, end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5125-5130 5132-5166 5168-5170	430
72	Plate C, 70-ton end-of-car cushioning double 8'-0" sliding doors	XM	TOE 5600-5606 5608-5609 5611-5613 5615 5619-5635 5637 5638 5640-5648 5652-5654 5656 5659-5662 5664-5671 5674-5676 5679 5682-5683 5685-5687 5689-5690 5692-5695	370
13	Plate C, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5607 5610 5614 5616 5618 5639 5649 5651 5655 5657 5658 5673 5677	360

**AMENDED & RESTATED
EQUIPMENT SCHEDULE NO. 2 (con't)**

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
5	Plate C, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	5678 5680 5681 5684 5688	360
56	Plate C, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5700-5727 5729-5756	490
28	Plate C, 70-ton end-of-car cushioning, double 8'-0" sliding doors	XM	TOE 5800-5727	330

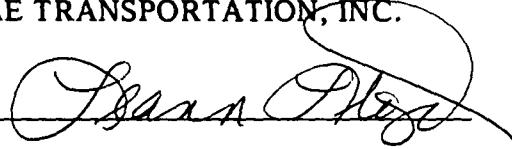
291 Total Cars

BRAE and Lessee hereby agree that this Amended & Restated Equipment Schedule No. 2 shall supersede Equipment Schedule No. 2 and Equipment Schedule No. 2 shall become null and void as of the date hereof.


BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 15th day of May, 1989.

BRAE TRANSPORTATION, INC.

By 
Title ASSISTANT VICE PRESIDENT
Date MAY 15 1989

TEXAS, OKLAHOMA & EASTERN
RAILROAD COMPANY

By 
Title V P & Gen Mgr
Date 5/22/89

STATE OF
COUNTY OF

Arkansas
Sevier

)
) ss.
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On this 23 day of May, 1989, before me personally appeared J. D. Williams to me personally known, who being by me duly sworn, did depose and say that such person is V.P. - Gen. Mgr. of Texas, Oklahoma & Eastern Railroad Company, and that the foregoing Amended & Restated Equipment Schedule No. 2, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

Suzanne Guido Allen
Notary Public

[seal]

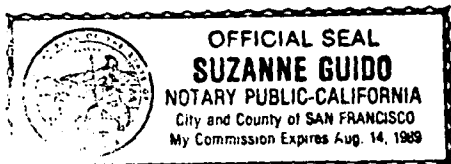
my commission expires 1-29-90

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

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) ss.
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On this 15 day of May, 1989, before me personally appeared LEANN LLOYD to me personally known, who being by me duly sworn says that such person is ASSISTANT VICE PRESIDENT of BRAE Transportation, Inc., and that the foregoing Amended & Restated Equipment Schedule No. 2, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



[seal]

Suzanne Guido
Notary Public